

7 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ANNUAL AUDITED REPORT FORM X-17A-5 PART III

AM 3 8 2004 ** OMB APPROVAL OMB Number: 3235-0123

OMB Number: 3235-0123 Expires: October 31, 2004 Estimated average burden hours per response.....12.00

> SEC FILE NUMBER 8- 37905

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

	· MM/DD/YY		IM/DD/YY
A	. REGISTRANT IDENTIFICATION		
NAME OF BROKER-DEALER: Ja	ackson Securities, LLC	0	FFICIAL USE OF
ADDRESS OF PRINCIPAL PLACE O	F BUSINESS: (Do not use P.O. Box No.)		FIRM I.D. NO.
100 Peachtree Street,	NW, Suite 2250	`.	
	(No. and Street)		,
Atlanta	Georgia	303	303
(City)	(State)	(Zip Cod	le)
		TO THIS DEDODT	
	OF PERSON TO CONTACT IN REGARD	IO I HIS KEPUKI	
NAME AND TELEPHONE NUMBER W. Bruce Gow	OF PERSON TO CONTACT IN REGARD	404	1.522.5766
W. Bruce Gow B.	ACCOUNTANT IDENTIFICATION ANT whose opinion is contained in this Repo	404 (Area C	Code – Telephone Nu
W. Bruce Gow B.	ACCOUNTANT IDENTIFICATION ANT whose opinion is contained in this Repo	404 (Area C V Ort************************************	Code – Telephone Nu
W. Bruce Gow B. NDEPENDENT PUBLIC ACCOUNT	ACCOUNTANT IDENTIFICATION	404 (Area C V Ort************************************	Code – Telephone Nu
W. Bruce Gow B. NDEPENDENT PUBLIC ACCOUNT Norman H. Ross, PC 2483 Maner Road	ACCOUNTANT IDENTIFICATION ANE whose opinion is contained in this Repr (Name - if individual, state last, first, middle r	(Area C N Ort*-explication is con- name)	ained in this i up
W. Bruce Gow B. NDEPENDENT PUBLIC ACCOUNT Norman H. Ross, PC	ACCOUNTANT IDENTIFICATION ANT whose opinion is contained in this Repair to the contained of the contained o	404 (Area C	ainea or rius riug
W. Bruce Gow B. NDEPENDENT PUBLIC ACCOUNT Norman H. Ross, PC 2483 Maner Road (Address)	ACCOUNTANT IDENTIFICATION ANE whose opinion is contained in this Repr (Name - if individual, state last, first, middle r	(Area C N Ort*-equipment is some name)	30080 (Zip Code)
W. Bruce Gow B. NDEPENDENT PUBLIC ACCOUNT Norman H. Ross, PC 2483 Maner Road	ACCOUNTANT IDENTIFICATION ANT whose opinion is contained in this Report (Name – if individual, state last, first, middle r Smyrna (City)	A 0.4 (Area C	30080 (Zip Code)
W. Bruce Gow B. NDEPENDENT PUBLIC ACCOUNT NORman H. Ross, PC 2483 Maner Road (Address) CHECK ONE:	ACCOUNTANT IDENTIFICATION ANT whose opinion is contained in this Report (Name – if individual, state last, first, middle r Smyrna (City)	A 0.4 (Area C	30080 (Zip Code)
W. Bruce Gow B. NDEPENDENT PUBLIC ACCOUNT NORMAN H. ROSS, PC 2483 Maner Road (Address) CHECK ONE: D' Certified Public Account	ACCOUNTANT IDENTIFICATION ANT whose opinion is contained in this Report (Name – if individual, state last, first, middle r Smyrna (City)	A Q 4 (Area C N) Ort* respondence is a unit of the contract	30080 (Zip Code)
В.	ACCOUNTANT IDENTIFICATION	404 (Area C	Code – Telephone
W. Bruce Gow B. NDEPENDENT PUBLIC ACCOUNT	ACCOUNTANT IDENTIFICATION ANT whose opinion is contained in this Repo	404 (Area C V Ort************************************	Code – Telephone Nu
W. Bruce Gow B. NDEPENDENT PUBLIC ACCOUNT Norman H. Ross, PC 2483 Maner Road	ACCOUNTANT IDENTIFICATION ANE whose opinion is contained in this Repr (Name - if individual, state last, first, middle r	(Area C N Ort*-explication is con- name)	ained in this i up
W. Bruce Gow B. NDEPENDENT PUBLIC ACCOUNT Norman H. Ross, PC 2483 Maner Road	ACCOUNTANT IDENTIFICATION ANE whose opinion is contained in this Repr (Name - if individual, state last, first, middle r	(Area C N Ort*-explication is con- name)	ained for this if up
W. Bruce Gow B. WDEPENDENT PUBLIC ACCOUNT Norman H. Ross, PC 2483 Maner Road (Address)	ACCOUNTANT IDENTIFICATION ANE whose opinion is contained in this Repr (Name - if individual, state last, first, middle r	(Area C N Ort*-equipment is some name)	ained for this jiep 30080 (Zip Code)
W. Bruce Gow B. WEFFENDENT PUBLIC ACCOUNT NORMAN H. ROSS, PC 2483 Maner Road (Address) HECK ONE:	ACCOUNTANT IDENTIFICATION ANT whose opinion is contained in this Report (Name – if individual, state last, first, middle r Smyrna (City)	(Area C N Ort*-equipment is some name)	ained for this jiep 30080 (Zip Code)
W. Bruce Gow B. NDEPENDENT PUBLIC ACCOUNT NOrman H. Ross, PC 2483 Maner Road (Address) CHECK ONE: El: Certified Public Account	ACCOUNTANT IDENTIFICATION ANT whose opinion is contained in this Report (Name – if individual, state last, first, middle r Smyrna (City)	A 0.4 (Area C	30.080 (Zip Code)
W. Bruce Gow B. NDEPENDENT PUBLIC ACCOUNT NORMAN H. ROSS, PC 2483 Maner Road (Address) CHECK ONE: Eli Certified Public Account	ACCOUNTANT IDENTIFICATION ANT whose opinion is contained in this Report (Name – if individual, state last, first, middle r Smyrna (City)	A 0.4 (Area C	30.080 (Zip Code)
W. Bruce Gow B. NDEPENDENT PUBLIC ACCOUNT NORMAN H. ROSS, PC 2483 Maner Road (Address) CHECK ONE: D' Certified Public Account	ACCOUNTANT IDENTIFICATION ANT whose opinion is contained in this Report (Name - if individual, state last, first, middle r Smyrna (City)	A Q 4 (Area C N) Ort* respondence is a unit of the contract	30080 (Zip Code)

*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1410 (06-02)



OATH OR AFFIRMATION

I, W. Bruce Gow	, swear (or affirm) that, to the best of
	ancial statement and supporting schedules pertaining to the firm of
Jackson Securities, LLC	, as
of December 31	20_03 , are true and correct. I further swear (or affirm) that
	r, principal officer or director has any proprietary interest in any account
classified solely as that of a customer, except as	s follows:
	CM7 700V
	Signature
Notary Public, Dekalb County, Georgia	
My Commission Expires Aug. 20, 2004	Chief Operating Officer
Dy Oll	Title
Jaluaa a. allen	
Notary Public	
This report ** contains (check all applicable bo	vac)·
(a) Facing Page.	
(b) Statement of Financial Condition.	•
(c) Statement of Income (Loss).	atat
(d) Statement of Changes in Financial Con (e) Statement of Changes in Stockholders'	Equity or Partners' or Sole Proprietors' Capital.
(f) Statement of Changes in Liabilities Sub	
	CONTROL OF THE STATE OF THE STA
(i) Information Relating to the Possession	erve Requirements Pinsuant to Ritle 15c3-3.
	e explanation of the Computation of Net Capital Under Rule 15c3-3 and the
Computation for Determination of the I	Reserve Requirements Under Exhibit A of Rule 15c3-3.
	nd unaudited Statements of Financial Condition with respect to methods of
consolidation. (I) An Oath or Affirmation.	
(n) A copy of the SIPC Supplemental Repo	ort.
	nacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

(a wholly owned subsidiary of Jackson Financial Corporation)

Financial Statements
For the Years Ended December 31, 2003 and 2002
Together with the
Independent Auditors' Report

prepared by

Norman H. Ross, PC



Certified Public Accountants

Norman H. Ross, PC 2483 Maner Road Smyrna, GA 30080 404-792-9007 Fax (404) 792-9097

(a wholly owned subsidiary of Jackson Financial Corporation)

Table of Contents Years Ended December 31, 2003 and 2002

Independent Auditory Deposit on the Financial Statements	Page
Independent Auditors' Report on the Financial Statements and Supplementary Information	1
Financial Statements	
Balance Sheets	2
Statements of Operations	3
Statements of Shareholder's Equity	4
Statements of Cash Flows	5
Notes to the Financial Statements	6-9
Supplemental Information	
Computation of Net Capital Under Rule 15c3-1 of the Securities and Exchange Commission	11
Statement of Changes in Liabilities Subordinated to Claims of General Creditors	12
Supplemental Information	13
Report on Internal Control Structure Required by SEC Rule 17a-5 for Broker Dealer Claiming an Exemption From SEC Rule 15c3-3	14-15

Norman Ross, PC Certified Public Accountants

Independent Auditors' Report

To the Shareholder Jackson Securities, LLC

We have audited the accompanying balance sheets of Jackson Securities, LLC (a wholly owned subsidiary of Jackson Financial Corporation) (the "Company") as of December 31, 2003 and 2002, and the related statements of operations, shareholder's equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Jackson Securities, LLC as of December 31, 2003 and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the Supplemental Schedule is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 of the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly presented in all material respects in relation to the basic financial statements taken as a whole.

Yorman Kros PC NORMAN H. ROSS, PC

February 24, 2004

(a wholly owned subsidiary of Jackson Financial Corporation)

Balance Sheets December 31, 2003 and 2002

ASSETS

	2003	2002
ASSETS		
Cash and cash equivalents	\$ 88,775	\$ 376,923
Clearing deposit	50,000	50,000
Marketable investments securities, at market value (net of margin payable)	1,908,006	796,799
Commissions receivable	384,513	492,429
Due from affiliates	1,146,124	347,977
Other assets	84,151	89,049
Total assets	\$ 3,661,569	\$ 2,153,177
LIABILITIES AND STOCKHOLDERS' H	EQUITY	
LIABILITIES		
Accounts payable	\$ 387,508	\$ 458,597
Subordinated Debt	1,015,392	
Total Liabilities	1,402,900	458,597
STOCKHOLDERS' EQUITY		
Capital Stock	100	100
Paid in Excess	3,367,187	3,367,187
Accumulated deficit	(908,615)	(1,472,704)
Treasury Stock	(200,003)	(200,003)
Total stockholders' equity	2,258,669	1,694,580
Total liabilities and		
stockholders' equity	\$ 3,661,569	\$ 2,153,177

(a wholly owned subsidiary of Jackson Financial Corporation)

Statements of Operations

For the Years Ended December 31, 2003 and 2002

	2003	2002
Operating income: Underwriting fees	\$ 2,184,230	\$ 2,874,337
Commissions	4,030,223	3,447,386
Unrealized gain on marketable investment securities Other fees and income	(77,561) 250,644	1,893 42,265
Total operating income	6,387,536	6,365,882
-		
Operating Expenses: Management fees paid to affiliate	2,859,234	3,975,262
Clearing costs	231,153	201,312
Underwriting costs	1,170,108	789,717
Office and equipment rent	413,666	379,385
Travel and entertainment	148,501	192,641
Telephone	43,596	103,718
Publications and subscriptions	196,432	204,421
Office supplies, printing and stationary	34,986	49,778
Postage and delivery	15,758	33,208
Licenses and regulatory fees	65,933	60,461
Interest	25,686	2,239
Other	233,937	273,251
Total Operating Expenses	5,438,991	6,265,393
Operating Income (Loss)	948,545	100,488
Provision for income tax benefit	384,456	26,171
Net Income (Loss)	\$ 564,089	\$ 74,317

(a wholly owned subsidiary of Jackson Financial Corporation)

Statements of Shareholder's Equity For the Years Ended December 31, 2003 and 2002

	nmom tock	Additionl Paid in Capital	Ac	cumulated Deficit	7	Γreasury Stock	Total Shareholder's Equity
Balance, January 1, 2002	\$ 100	\$ 3,367,187	\$	(1,547,020)	\$	(200,003)	\$ 1,620,264
	-	-		-		-	-
	 			74,316			74,316
Balance, December 31, 2002	\$ 100	\$ 3,367,187	\$	(1,472,704)	\$	(200,003)	\$ 1,694,580
	-	-		- 570 491		-	- 570 491
	 			579,481		(200000	579,481
Balance, December 31, 2003	\$ 100	\$ 3,367,187	\$	(893,223)	\$	(200,003)	\$ 2,274,061

(a wholly owned subsidiary of Jackson Financial Corporation)

Statements of Cash Flows

For the Years Ended December 31, 2003 and 2002

	2003		2002		
CASH FLOWS FROM OPERATING ACTIVITIES Net Income (Loss) Adjustments to reconcile Net Income (Loss) to net Cash provided by (used in) operating activities: Losses (Gains) on sales of	\$ 564,089	\$	74,317		
Investments Decrease (Increase) in Operating Assets: Increase (Decrease) in Operating Liabilities:	(14,144)		(26,007)		
Accounts Payable Accrued Liabilities Total Adjustments	 71,089 (2,607,594) (2,550,649)		(137,169) (301,732) (464,908)		
Net Cash Provided By (Used in) Operating Activities	(1,986,560)		(390,591)		
CASH FLOWS FROM INVESTING ACTIVITIES Proceeds From Sale of Investments	 (54,478)		(54,478)		
Net Cash Provided By (Used In) Investing Activities	(54,478)		(54,478)		
CASH FLOWS FROM FINANCING ACTIVITIES Notes Payable Borrowings Proceeds From Sale of Stock	 1,015,392		-		
Net Cash Provided By (Used In) Financing Activities	 1,015,392				
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(1,025,646)		(445,069)		
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	 376,923		818,803		
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 88,775	\$	376,923		

(a wholly owned subsidiary of Jackson Financial Corporation)

Notes to Financial Statements For the Years Ended December 31, 2003 and 2002

NOTE 1 – Description of Business and Summary of Significant Accounting Policies

Business

Jackson Securities, LLC (the "Company") is a full service securities brokerage firm, which has been in business since 1987. The Company made a legal name change during 2002 to Jackson Securities, LLC from Jackson Securities, Incorporated. The Company is a wholly owned subsidiary of Jackson Financial Corporation ("JFC"). The Company is registered as a broker-dealer with the National Association of Securities Dealer ("NASD") in all 50 states and the District of Columbia, and also as a municipal securities dealer with the Municipal Securities Regulation Board ("MSRB"). The Company is subject to net capital and other regulations of the U.S. Securities and Exchange Commission ("SEC"). The Company's primary business is securities underwriting for municipal and corporate debt offerings, equity offerings, and acting as a municipal securities broker-dealer for institutional investors. The Company is headquartered in Atlanta, Georgia and has ten offices in the United States. The Company maintains a custody-clearing relationship with Pershing, LLC, a subsidiary of The Bank of New York.

Basis of Presentation

The accounting and reporting policies of the Company conform to generally accepted accounting principles ("GAAP") and to general practices within the broker-dealer industry. The preparation of financial statements in conformity with GAAP requires the Company's management to make estimates and assumptions that affect the amounts reported in the financial statements. Actual results could differ from these estimates.

Revenue Recognition and Commissions Receivable

Commissions represent the spread between buy and sell transactions processed and net fees charged to customers on a transaction basis for buy and sell transactions processed. Commissions are recorded on a settlement date basis, which does not differ materially from trade date basis. For underwriting income from debt and equity offerings, revenues are recorded on the settlement date of the offering.

Marketable Investment Securities

Marketable investment securities are recorded at their market value, with the difference between cost and market reflected as unrealized gain or loss in the statement of operations. Marketable investment securities transactions of the Company are recorded on a trade date basis.

Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and

(a wholly owned subsidiary of Jackson Financial Corporation)

Notes to Financial Statements For the Years Ended December 31, 2003 and 2002

Note 1 - Description of Business and Summary of Significant Accounting Policies - continued

their respective tax bases. Additionally, the recognition of future tax benefits, such as net operating loss carry-forwards, is required to the extent that realization of such benefits is more likely than not. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the assets and liabilities are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income tax expense in the period that includes the enactment date.

In the event the future tax consequences of differences between the financial reporting bases and the tax of the Company's assets and liabilities results in deferred tax assets, an evaluation of the probability of being able to realize the future benefits indicated by such asset is required. Since the Company is included in the consolidated income tax return of JFC and accounts for income taxes as though it were a stand alone entity, and since the Company and JFC settle any amounts due to or from the other in a timely manner, the Company receives payment from JFC for the tax effect on the net operating loss the Company generates (which is the principal deferred tax attribute of the Company) and for all other tax attributes, and thus any deferred income tax assets is realizable.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all investments with an original maturity of three months or less to be a cash equivalent.

Treasury Stock

Treasury stock is accounted for using the cost method. Subsequent reassurances are accounted for at average cost.

Note 2 - Related Party Transactions

The Company is owned by JFC and is affiliated with Jackson Management Services, LLC. ("JMS") through common ownership. The Company has a management agreement in place with JMS whereby JMS will pay salaries, commissions and benefits relating to employment agreements with registered representatives, as well as pay salaries and benefits expenses for non registered employees. The employees covered by the management agreement provide sales, administrative, accounting and other services that the Company requires in the ordinary course of

(a wholly owned subsidiary of Jackson Financial Corporation)

Notes to Financial Statements For the Years Ended December 31, 2003 and 2002

Note 2 – Related Party Transactions – *continued*

its business. In return, the Company pays a monthly management fee to JMS equal to 100% of the salaries and benefits described above. Management fees may be reduced or waived for any month to ensure that the Company's excess net capital does not fall below \$120,000, or the aggregate indebtedness to net capital ratio does not exceed 10 to 1. During 2003, the Company paid JMS a total of \$2,806,184 in management fees, and at December 31, 2003 \$1,146,124 is due from this affiliate.

Note 3 – Net Capital Requirements

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (SEC Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1 (and the rule of the "applicable" exchange also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1). At December 31, 2003, the Company had net capital of \$1,596,128 which was \$1,496,128 in excess of its required net capital of \$100,000 and the Company's net capital ratio was .24 to 1.

Note 4 – Marketable Investment Securities

Marketable investment securities at December 31, 2003 consist of municipal bonds.

Note 5 – Income Taxes

JFC files a consolidated income tax return that includes the Company's operations. JFC and the Company allocate current and deferred taxes as if each entity were a separate taxpayer.

As of December 31, 2003, the Company has recorded a payable of approximately \$384,456 for income taxes payable to JFC, and this payable is included in due from affiliates on the balance sheet.

Note 6 – Commitments

The Company leases office space under operating lease agreements.

(a wholly owned subsidiary of Jackson Financial Corporation)

Notes to Financial Statements For the Years Ended December 31, 2003 and 2002

Note 6 - Commitments - continued

Total rent expense during 2003 was \$398,773. Future minimum lease payments required for all operating leases having a remaining term in excess of one year at December 31, 2003 are as follows:

2004	\$340,808
2005	336,149
2006	262,417
2007	88,059

Note 7 – Subordinated Debt

On August 14, 2003, Jackson Securities, LLC executed a Subordinated Loan Agreement for Equity Capital from Jackson Financial Corporation, with an effective date of September 25, 2003. The agreement was submitted to the NASD for approval as subordinated debt pursuant and subject to the provisions of 17 CFR 240.15c3-1d and such approval was granted effective October 6, 2003, under NASD Control # 07-E-SLA-10462. The loan does not require any payments until its maturity date of October 6, 2006. This note includes interest accrued at 4.5% annually.

Supplemental Information

(a wholly owned subsidiary of Jackson Financial Corporation)

Computation of Net Capital Under Rule 15c3-1 of the Securities and Exchange Commission

Computation of Net Capital:

Total assets Aggregate indebtedness	\$ 3,661,570 (387,508)
Net assets Non-allowable assets	3,274,061 (1,405,192)
Tentative net capital Haircuts	1,868,869 (272,741)
Net capital Minimum net capital	1,596,128 (100,000)
Excess net capital	\$ 1,496,128
Aggregate Indebtedness to Net Capital Ratio: Liabilities:	
Accounts Payable	\$ 387,508
Aggregate indebtedness	\$ 387,508
Net capital	\$ 1,596,128
Ratio	0.24 to 1
Reconciliation with Company's computation included in Part II of its FOCUS report as of December 31, 2003:	
Net capital, as reported in Part II of FOCUS report Audit adjustments, net	1,554,099 42,029
Net capital, adjusted	\$ 1,596,128

See accompanying notes to financial statements.

(a wholly owned subsidiary of Jackson Financial Corporation)

Statement of Changes in Liabilities Subordinated to Claims of General Creditors For the Years Ended December 31, 2003 and 2002

Balance, January 1, 2003	\$	-
Subordinated Debt		1,000,000
Interest accrued		15,392
Balance, December 31, 2003	_\$	1,015,392

Jackson Securities, LLC Supplemental Information

The following statements and computations are not applicable at December 31, 2003 and for the year then ended and, accordingly, are not included herein:

Computation for determination of the reserve requirement under Exhibit A of S.E.C. Rule 15c3-3.

Information relating to the possession or control requirements under S.E.C. Rule 15c3-3.

Norman Ross, PC Certified Public Accountants

Report on Internal Control Structure Required by SEC Rule 17a-5 for Broker Dealer Claiming an Exemption From SEC Rule 15c3-3

To the Board of Directors and Shareholder Jackson Securities, LLC

In planning and performing our audit of the financial statements and supplemental schedule of Jackson Securities, LLC (the "Company"), for the year ended December 31, 2003, we considered its internal control structure, including activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control structure.

Also, as required by rule 17a-5(g)(1) of the Securities Exchange Act of 1934, we have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

- 1. Making quarterly securities examinations, counts, verifications and comparisons.
- 2. Recordation of differences required by rule 17a-13.
- 3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining an internal control structure and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of internal control structure policies and procedures and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the Securities and Exchange Commission's ("SEC") above-mentioned objectives. Two of the objectives of an internal control structure and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from

unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in any internal control structure or the practices and procedures referred to above, errors or irregularities may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness or their design and operation may deteriorate.

Our consideration of the internal control structure would not necessarily disclose all matters in the internal control structure that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control structure elements does not reduce to a relatively low level the risk that errors or irregularities in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving the internal control structure, including procedures for safeguarding securities, that we consider to be material weaknesses as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe the Company's practices and procedures were adequate at December 31, 2003, to meet the SEC's objectives, except that the Company prepared and reported the computation of net capital at December 31, 2003 based on a preliminary trial balance, which differed from the final trial balance.

This report is intended solely for the use of the Board of Directors, management the SEC and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than the specified parties.

NORMAN H. ROSS, PC Atlanta, Georgia February 24, 2004